

9951-117

Filed in the Department of
State JUL 12 1999

Secretary of the Commonwealth

629585

ARTICLES OF MERGER

MERGING

RUNWAY ACQUISITION CORPORATION

WITH AND INTO

COLTEC INDUSTRIES INC

Pursuant to Section 1926 of the Pennsylvania Business Corporation Law (the "PBCL"), the undersigned, being the President of Runway Acquisition Corporation, a Pennsylvania corporation ("Runway"), and the Chairman and Chief Executive Officer of Coltec Industries Inc, a Pennsylvania corporation ("Coltec"), respectively, DO HEREBY CERTIFY, on behalf of said corporations, that:

1. Surviving Corporation. Coltec shall be the surviving corporation and will retain its name, Coltec Industries Inc.

2. Constituent Corporations. The names, states of incorporation and registered addresses of the registered office provider of the constituent corporations are:

<u>Name</u>	<u>State of Incorporation</u>	<u>Registered Office Provider Address</u>
Runway Acquisition Corporation	Pennsylvania	CT Corporation System 1535 Market Street Philadelphia, PA 19103 Philadelphia County
Coltec Industries Inc	Pennsylvania	CT Corporation System 1635 Market Street Philadelphia, PA 19103 Allegheny County

3. Effective Date. The Merger will become effective upon the filing of these Articles of Merger with the Department of State of the Commonwealth of Pennsylvania.

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4. Adoption by Runway. Pursuant to Section 1924 of the PBCL, the Agreement and Plan of Merger was adopted and approved by the Board of Directors and sole shareholder of Runway on November 22, 1998.

5. Adoption by Coltec. Pursuant to Section 1924 of the PBCL, the Agreement and Plan of Merger was approved and adopted by the Board of Directors of Coltec at a meeting duly called and held on November 21, 1998, at which meeting a quorum was present and acting throughout. Pursuant to Section 1924 of the PBCL, the Agreement and Plan of Merger was adopted by the shareholders of Coltec at a meeting duly noticed, called and held on April 9, 1999.

6. Agreement and Plan of Merger on File. Pursuant to Section 1901 of the PBCL, all provisions of the Agreement and Plan of Merger are omitted from this filing except for Section 2.1 of the Agreement and Plan of Merger, attached hereto as Exhibit A, which constitutes the operative provisions of the articles of the Surviving Corporation as in effect subsequent to the effective date. An executed copy of the Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, Coltec Industries Inc, 3 Coliseum Centre, 2550 West Tyvola Road, Charlotte, North Carolina 28217. A copy of the Agreement and Plan of Merger may be obtained by any shareholder of Runway or Coltec without cost, or by any other person at cost, upon written request to Coltec mailed to the address listed above.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on behalf of Runway Acquisition Corporation and Coltec Industries Inc, respectively, as of this 8th day of July, 1999.

RUNWAY ACQUISITION CORPORATION

COLTEC INDUSTRIES INC

By:

Marshall O. Larsen
Marshall O. Larsen
President

By:

John W. Guffey, Jr.
John W. Guffey, Jr.
Chairman and Chief Executive Officer

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RUNWAY ACQUISITION CORPORATION

COLTEC INDUSTRIES INC

By: _____

Marshall O. Larson
President

By: _____

John W. Hittley, Jr.
Chairman and Chief Executive Officer

EXHIBIT A

2.1 **Articles of Incorporation and By-Laws.** The Articles of Incorporation and the By-Laws of the Non Surviving Corporation in effect immediately prior to the Effective Date shall be the Articles of Incorporation and the By-Laws of the Surviving Corporation until amended in accordance with their terms and as provided by law.